

## NOTICE

18<sup>th</sup> July, 2020

To  
All Directors  
Cerebra Integrated Technologies Limited  
Bangalore

Dear Sir/Madam

This is to inform you that the 2<sup>nd</sup> Meeting of FY 2020-21 of the Board of Directors of Cerebra Integrated Technologies Limited will be held as per details below:

Time : 02:00 PM  
Date : Monday, 27<sup>th</sup> July, 2020

Due to current Covid-19 situation, the Meeting will be convened through Video Conference (VC) or Other Audio-Visual Means (OAVM) as per the provisions of the Companies Act, 2013 and Rules made there under, as amended from time to time.

Procedure / instructions to attend the Meeting through VC or OAVM will be sent separately.

Agenda for the Meeting is as follows:

<b>Sl. No.</b>	<b>Particulars</b>
1.	Leave of absence to Directors, if any
2.	To take note of the Minutes of the previous Board Meeting
3.	To take note of the Minutes of the previous Audit Committee Meeting, Nomination and Remuneration Committee Meeting, Stakeholders' Relationship Committee Meeting and Corporate Social Responsibility Committee Meeting
4.	To take note of Disclosures of Interests by the Directors under the provisions of Section 184(1) of the Companies Act, 2013



5.	To take note of Declarations by the Directors under the provisions of Section 164(2) of the Companies Act, 2013
6.	To take note of Declarations under the provisions of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (as amended) by the Independent Directors
7.	To review the Related Party Transactions held during the quarter ended 31 <sup>st</sup> March, 2020 and also grant omnibus approval for the related party transactions to be entered in the financial year 2020-21 as recommended by the Audit Committee
8.	To note and record compliances on Statutory matters for the 4 <sup>th</sup> quarter ended 31 <sup>st</sup> March, 2020
9.	To note and record Reconciliation of Share Capital Audit Report for the 4 <sup>th</sup> quarter ended 31 <sup>st</sup> March, 2020
10.	To consider the payment of remuneration to the Statutory Auditors
11.	To ratify the action taken for the purchase/sale/write-off of fixed assets, if any during the financial year 2019-20
12.	To consider and approve the Audited Financial Results (Standalone and Consolidated) for the 4 <sup>th</sup> quarter and for the financial year ended 31 <sup>st</sup> March, 2020
13.	To consider and approve the Board's Report for the financial year ended 31 <sup>st</sup> March, 2020
14.	To take note of the Financial Statements and Minutes of the Meetings of the Subsidiary Companies
15.	To appoint Mr. Parthasarathi Naik (holding DIN:08707417) as an Additional and Independent Director of the Company
16.	To appoint Statutory Auditors of the Company
17.	To consider and amend the Policy of Code of Conduct for Prevention of Insider Trading to be in line with Stock Exchange Board of India Notifications
18.	To reconstitute the Internal Complaint Committee pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
19.	To take note of the Internal Audit Report for the 4 <sup>th</sup> quarter ended 31 <sup>st</sup> March, 2020 and Compliances thereof
20.	Updates on Corporate Social Responsibility (CSR) activities undertaken by the Company for the financial year 2019-20 and to consider the CSR Budget for the financial year 2020-21
21.	To update on the status of Reduction of Share Capital of the Company
22.	To update on the status of ESOP related matters



23.	To update on the status of Issue of Warrants
24.	To approve and adopt the Business Responsibility Policy
25.	To grant authorization for filing forms with Ministry of Corporate Affairs
26.	To review the business of the Company
27.	Any other business with the permission of the chair and consent of majority of the Directors present

Please make yourselves convenient to attend the Meeting.

Thanking you

Yours truly

**For Cerebra Integrated Technologies Limited**

  
**Shridhar S Hegde**  
**Whole Time Director**  
**DIN: 01247342**



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